

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In Re:

Rancher's Legacy Meat Co.,

Debtor.

Case No.: 19-32928-MER
Chapter 11 Case

**NOTICE OF HEARING AND FIRST INTERIM APPLICATION FOR ALLOWANCE
OF FEES AND EXPENSES OF ARLYN J. LOMEN AND SUZANE NEUMAN-FULL, AS
CONSULTANTS FOR THE DEBTOR**

TO: The United States Trustee and all parties in interest as specified in Local Rule 9013-3

1. Arlyn J. Lomen and Suzanne Neuman-Full ("Applicants") jointly make this Application for allowance of fees and reimbursement of expenses for services performed by Applicant as consultants for the Debtor Rancher's Legacy Meat Co. (the "Debtor") and gives notice of hearing herewith.

2. The Court will hold a hearing on this Application on **Thursday, January 28, 2021 at 10:30 a.m.** or as soon thereafter as counsel may be heard, before the Honorable Michael E. Ridgway, Courtroom 7W, United States Courthouse, 300 South Fourth Street, Minneapolis, Minnesota.

3. Any response to this Application must be filed and delivered to the Applicant no later than **Friday, January 22, 2021**, which is five days before the time set for the hearing (including Saturdays, Sundays and holidays). **UNLESS A RESPONSE OPPOSING THE APPLICATION IS TIMELY FILED, THE COURT MAY APPROVE THE APPLICATION WITHOUT A HEARING.**

4. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334, Bankruptcy Rule 5005 and Local Rule 1070-1. This Application is filed under Bankruptcy Rule 2016 and Local Rule 2016-1. This Application arises under 11 U.S.C. §§ 328(a), 330 and 331. Applicants request allowance of compensation for professional services rendered and for reimbursement of expenses. This is a core proceeding. The petition commencing this chapter 11 bankruptcy case was filed on September 20, 2019 (the “Petition Date”).

5. The Committee was appointed by the Office of the United States Trustee on September 27, 2019. Currently, the Committee is comprised of the following members: Upper Iowa Beef, LLC, J&B Partners, Empirical Foods, Inc., Ben E. Keith Company, and Great Plains Beef LLC. The Committee has elected Bart Seebach of Upper Iowa Beef LLC as Acting Chairperson of the Committee.

6. By Order dated October 13, 2020 [ECF # 289], Applicants were authorized by the Court to represent the Debtor. A copy of the Order approving Applicants retention is attached to this Application as **Exhibit A**.

7. The terms of the employment and compensation sought therefore are as set forth in the Application to Employ and Retain Arlyn J. Lomen and Suzanne Neuman-Full, Individually as Consultants for the Debtor [ECF # 288].

8. Applicants have not previously made any request for allowance of fees and expenses. This Application is Applicants first request for allowance of fees and expenses.

9. As of the date of this Application, no plan of reorganization has been confirmed in this chapter 11 bankruptcy case.

10. Applicants believe that Debtor is current in payment of ordinary operating expenses and any allowed administrative expenses, that any quarterly fees have been or will be

paid as required by the United States Trustee, and that all monthly operating reports are being timely filed.

RELIEF REQUESTED

11. By this Application, Applicants requests allowance of all fees and expenses for services rendered between September 21, 2020 and continuing through December 31, 2020 (the “Application Period”) in the total amount of **\$17,175.00**. Specifically, Applicant Arlyn J. Lomen requests allowance of fees and expenses for services rendered during the Application Period in the amount of \$13,875 and Applicant Suzanne Neuman-Full requests allowance of fees and expenses for services rendered during the Application Period in the amount of \$3,300.

12. The services rendered by Applicants during the Application Period are detailed on the attached **Exhibit B**.

13. All services for which compensation is requested by Applicants were performed for and on behalf of the Debtor and the bankruptcy estate, and not on behalf of the Committee, any individual creditor or other person.

14. The amount requested herein constitutes reasonable compensation for actual and necessary services rendered by Applicants based on the nature of such services, the extent and the value of such services, the time spent on such services, and the cost of comparable services other than in a case under Title 11.

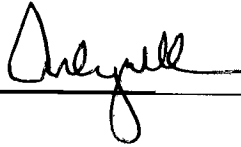
15. Applicants have not entered into any agreement, express or implied, with any other party in interest, including the Committee, any creditor, receiver, trustee, or any representative of any of them, or with any attorneys for such party-in-interest in the proceedings for the purpose of fixing fees or other compensation to be paid to such party-in-interest in the proceedings for services rendered or expenses incurred from the assets of the estate in excess of the compensation allowed by law.

WHEREFORE, Applicants respectfully request that the Court enter an Order:

- A. Allowing Arlyn J. Lomen compensation in the amount of **\$13,875.00** for services rendered for the period September 21, 2020 through December 31, 2020; and
- B. Allowing Suzanne Neuman-Full compensation in the amount of **\$3,300.00** for services rendered for the period September 21, 2020 through December 31, 2020; and
- C. Authorizing Debtor's bankruptcy estate to pay Applicants the fees and expenses allowed herein; and
- D. Granting such other and further relief as may be just and proper.

Dated: January 7, 2021

ARLYN J. LOMEN

BY: _____

Consultant for the Debtor

Dated: January 7, 2021

SUZANNE NEUMAN-FULL

BY: _____

Consultant for the Debtor

Prepared with assistance by:

Dated: January 7, 2021

FOLEY & MANSFIELD, PLLP

BY: /e/ Cameron A. Lallier

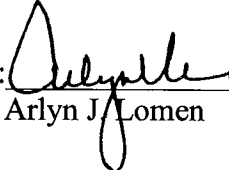
Thomas J. Lallier (MN #163041)
Cameron A. Lallier (MN #393213)
250 Marquette Avenue, Suite 1200
Minneapolis, MN 55401
Telephone: (612) 338-8788

Attorneys for the Debtor

VERIFICATION

I, Arlyn J. Lomen, declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on: January 7, 2021

Signed: 

Arlyn J. Lomen

I, Suzanne Neuman-Full, declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on: January 7, 2021

Signed: 

Suzanne Neuman-Full

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In Re:

Rancher's Legacy Meat Co.,

Debtor.

Case No.: 19-32928-MER

ORDER AUTHORIZING EMPLOYMENT OF ARLYN J. LOMEN AND SUZANNE NEUMAN-FULL, INDIVIDUALLY, AS CONSULTANTS FOR THE DEBTOR

This matter came before the Court on the application of Rancher's Legacy Meat Co. ("Debtor") herein for an order authorizing the retention of Arlyn J. Lomen and Suzanne Neuman-Full, in their individual capacities, to serve as consultants to the Debtor in this case.

The Court being satisfied that Arlyn J. Lomen and Suzanne Neuman-Full represent no interest adverse to the Debtor, that employment of said professionals is necessary and in the best interest of the estate:

IT IS ORDERED, that the Debtor is authorized to employ Arlyn J. Lomen and Suzanne Neuman-Full, on the terms specified in the application, effective October 9, 2020.

IT IS FURTHER ORDERED, Arlyn J. Lomen and Suzanne Neuman-Full may file fee applications on 30-day intervals from the commencement of their employment.

Dated: October 13, 2020

/s/ Michael E. Ridgway

Hon. Michael E. Ridgway
Chief United States Bankruptcy Judge

NOTICE OF ELECTRONIC ENTRY AND
FILING ORDER OR JUDGMENT
Filed and Docket Entry made on 10/13/2020
Lori Vosejpka, Clerk, by KKK

Invoice for Arlyn J. Lomen and Suzy Full
For Period from 09.21.2020 through 09.30.2020

		Hours Billed	
		<u>AJL</u>	<u>SF</u>
09.21.2020	Discussion of components of Closing Documents with Cam Lallier (Foley & Manfield) and separate telephone conversation with Cam and Tom Lallier and The Platinum Group regarding calculation of the final sales price	2.0	
9.24.2020	Telephone conference call with Pat Breenan, Rod Peterson and Cam Lallier re the handling of transition issues pertaining to Old Rancher's	0.5	
09.25.2020	Discussion with Cam Lallier re: upcoming note payment to Ochsner Partnership	0.5	
09.25.2020	Preparation of financial statements for the Period ended 09.19.2020, including certain schedules for the U.S. Trustee Report for 09.19.2020	4.0	5.0
09.25.2020	Reconciliation of the TCF Bank Account for the week ended 9.19.2020	1.0	
09.22.2020	Preparation of payroll for Old Rancher's employees for the two weeks ended 09.19.2020 (Payroll paid on 09.24.2020)		4.0
WE 09.25.2020	Reconciliation of the TCF Bank Account for the week ended 9.25.2020, including check run of 09.25.2020 with necessary documentation pulled, copied and identified for Platinum and wiring funds to New Rancher's for customer deposits erroneously into TCF Bank Account	3.0	1.0
09.30.2020	Review and identify expenses and costs associated with Old Rancher's, prepare summary schedules	2.0	
Total Hours (09.21.2020..09.30.2020)		<u>16.0</u>	<u>11.0</u>

Invoice for Arlyn J. Lomen and Suzy Full
For Period from 10.01.2020 through 10.31.2020

		Hours Billed	
		<u>AJL</u>	<u>SF</u>
WE 10.03.2020	Reconciliation of the TCF Bank Account for the week ended 10.3.2020, including check run of 10.01.2020 with necessary documantation pulled, copied and identified for Platinum and wiring funds to New Rancher's for customer deposits erroneously into TCF Bank Account	3.0	2.0
WE 10.10.2020	Reconciliation of the TCF Bank Account for the week ended 10.10.2020, including wiring funds to New Rancher's for customer deposits erroneously deposited into TCF Bank Account	1.0	
10.10.2020	Preparation of financial statements for Old Rancher's for the Period ended 09.19.2020	8.0	5.0
10.14.2020	Preparation and review of U.S.Trustee Report for 09.19.2020	6.0	
WE 10.17.2020	Reconciliation of the TCF Bank Account for the week ended 10.17.2020, including check run of 10.12.2020 with necessary documantation pulled, copied and identified for Platinum	2.0	1.0
10.23.2020	Reconciliation of allocation of costs and expenses pertaining to Old Rancher's and New Rancher's, including pulling. copying and identifying documents	2.0	1.0
10.24.2020	Reconciliation of the TCF Bank Account for the week ended 10.24.2020	1.0	
10.28.2020	As requested by Pat Brennan, preparation of analyses of prepaid asset accounts	1.0	
10.28.2020	Preparation of summary of certain expenses and costs associated with allocations and charges of Old Rancher's and New Rancher's cross over expenses and costs, including pulling, identifying and uploading necessary documentation	2.0	3.0
10.29.2020	Cursory review of documents pertaining to Ratcliff's Motion ot Convert, including telephone discussions with Cam Lallier, Foley & Mansfied	1.0	
10.29.2020	Attend Zoom Call re: Ratcliff's Motion to Convert Chapter 11 to Chapter 7	1.5	
Total Hours (10.01.2020..10.31.2020)		<u>28.5</u>	<u>12.0</u>

Invoice for Arlyn J. Lomen and Suzy Full
For Period from 11.01.2020 through 11.30.2020

		Hours Billed	
		<u>AJL</u>	<u>SF</u>
11.11.2020 -	Preparation of financial statements for Old Rancher's for the Period ended 10.24.2020, including analyses needed for completion of certain schedules of the U.S.Trustee Report and calculation of the accounting results pertaining to the sale of the Company	4.0	3.0
11.13.2020	Preparation of financial statements for Old Rancher's for the Period ended 10.24.2020, including analysis of the settlement of the Great Western Bank Matter, and calculation of loss on sale of Old Rancher's assets	6.0	2.0
11.14.2020	Preparation of U.S.Trustee Report for 10.24.2020	5.0	
11.16.2020	Preparation of U.S. Trustee Report for 10.24.2020, including reconcialiation of certain payroll and other accruals as of 10.24.2020	2.5	1.0
11.16.2020	Review APA relative to handling of prepaid assets as part of the sale of the Company, including discussions with Cam Lallier as to legal intpretation	1.0	
11.18.2020	Reponding to and providing additional documentation relative to questions raised by Rod Peterson (Platinum) regarding U.S. Trustee Report for 10.24.2020	2.0	
11.19.2020	Assemble and respond to request from Pat Brennan (Platinum) for additional documentation for certain monthly allocations between Old Rancher's and New Rancher's, including copying, identifying and uploading documents to Platinum	1.0	3.0
11.19.202	Review revised reporting requirements relating to the Payroll Protection Plan (PPP) for PPP Forgiveness, and gather and submit additional documentation to meet the new new requirements	2.5	1.0
11.20.2020	Review email received from TCF/Chemical Bank granting bank approval for full forgiveness of PPP Loan, including correspondence to The Platinum Group & Foley & Mansfield	0.5	
11.20.2020	Preparation of reconciliation of TCF Bank Account for the Period ended 11.20.2020	1.0	
11.20.2020	Revise U.S. Trustee Report for the Period Ended 10.24.2020	1.0	
11.24.2020	Review of incoming items deposited in the TCF Account, including preparation of checks and wires for the four weeks ended 11.24.2020	1.5	1.5
Total Hours (11.01.2020..11.30.2020)		<u>28.0</u>	<u>11.5</u>

Invoice for Arlyn J. Lomen and Suzy Full
For Period from 12.01.2020 through 12.31.2020

		Hours Billed	
		<u>AJL</u>	<u>SF</u>
12.01.2020	Telephone call with Cam Lallier, Foley & Mansfield, relative to the upcoming deposition scheduled for 12.03.2020	1.0	
12.02.2020	Review of exhibit documents furnished by Mr. Edstrom relative to the upcoming deposition, review of certain documents prepared by The Platinum Group, and preparation of certain financial analyses and summaries potentially needed in connection with the upcoming deposition.	5.0	
12.03.2020	Deposition taken by Mr. Edstrom, including discussions with Cam Lallier and attending Rod Peterson's (The Platinum Group) deposition taken on 12.03.2020 (1 hour charged - 2.5 hours not charged)	1.0	
12.05.2020	Mock-up and preparation of the U.S. Trustee Report to be filed for the period ended 11.21.2020	2.0	
12.07.2020	Preparation of financial and other schedules applicable to completing the US Trustee Report ended 11.21.2020	3.0	4.0
12.07.2020	Reconciliation of allocation of cost pertaining to the FSA Account		1.5
12.10.2020	Preparation of the U.S. Trustee Report to be filed for the period ended 11.21.2020	3.0	1.0
12.11.2020	Reviewing of US Trustee Report for 11.21.2020 before submission to Platinum Group	2.0	
12.22.2020	Preparation of financial and other schedules applicable to completing the US Trustee Report ended 12.19.2020, including reconciliation of TCF bank account; partial completion of certain portions of the US Trustee Report, and correspondence with US Trustee Office relative to specific payments made by the Debtor which would not be included in the calculation of the the quarterly trustee fee.	2.5	2.0
12.17/12.30.2020	Preparation of payments of various wires for professional fees and expenditures pertaining to "old" company, including discussions with Platinum personnel as to questions of validity and documentation of expenditures	0.5	1.0
Total Hours (12.01.2020..12.31.2020)		<u>20.0</u>	<u>9.5</u>
Total Hours (09.19.2020....12.31.2020)		92.5	44.0
Billing Rate per Hour		<u>\$150</u>	<u>\$75</u>
Total Invoiced Amount		<u>\$13,875</u>	<u>\$3,300</u>

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In Re:

Rancher's Legacy Meat Co.,

Debtor.

Case No.: 19-3292-MER
Chapter 11 Case

**ORDER ALLOWING FEES & EXPENSES OF ARLYN J. LOMEN AND SUZANNE
NEUMAN-FULL, INDIVIDUALLY, AS CONSULTANTS FOR THE DEBTOR**

This matter came before the Court on the First Interim Application for Allowance of Fees and Expenses of Arlyn J. Lomen and Suzanne Neuman-Full, as Consultants for the Debtor, from September 21, 2020 through December 31, 2020. Appearances were noted in the record. Based on the submissions of Applicant and the documents of record herein,

IT IS HEREBY ORDERED;

1. Arlyn J. Lomen's fees incurred between September 21, 2020 through December 31, 2020, in the amount of **\$13,875.00**, are hereby allowed;
2. Suzanne Neuman-Full's fees incurred between September 21, 2020 through December 31, 2020, in the amount of **\$3,300.00**, are hereby allowed;
3. Debtor's bankruptcy estate is authorized to pay the fees and expenses allowed herein.

Dated: January __, 2021

Hon. Michael E. Ridgway
Judge of the United States Bankruptcy Court